

ORION PHARMA A/S

Ørestads Boulevard 73

2300 København S

Business Registration No

20601116

Annual report 2019

The Annual General Meeting adopted the annual report on 18.05.2020

Chairman of the General Meeting

DocuSigned by:
Satu Ahomäki
 Signer Name: Satu Ahomäki
Signing Reason: I approve this document
Signing Time: 18-May-2020 | 10:30 AM EEDT
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Name: Satu Ahomäki

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Entity details

Entity

ORION PHARMA A/S
Ørestads Boulevard 73
2300 København S

Central Business Registration No (CVR): 20601116

Founded: 16.02.1953

Registered in: København

Financial year: 01.01.2019 - 31.12.2019

Phone: +45 8614 0000

Mail: opdk@orionpharma.com

Website: www.orionpharma.dk

Board of Directors

Jari Ilmari Karlson

Olli Heikki Huotari

Satu Ahomäki

Executive Board

Jesper Otto Qvist-Pedersen

Bank

Danske Bank A/S

Entity auditors

KPMG Statsautoriseret Revisionspartnerselskab

Dampfærgevej 28

2100 København Ø

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of ORION PHARMA A/S for the financial year 01.01.2019 - 31.12.2019.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at and of the results of its operations for the financial year 01.01.2019 - 31.12.2019.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 18.05.2020

Executive Board

DocuSigned by:

Jesper Qvist-Pedersen



Signer Name: Jesper Qvist-Pedersen
Signing Reason: Jag godkänner dokumentet
Signing Time: 17-maj-2020 | 10:44 PM PDT
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Jesper Otto Qvist-Pedersen

Board of Directors

DocuSigned by:

Jari Karlson



Signer Name: Jari Karlson
Signing Reason: Hyväksyn tämän asiakirjan
Signing Time: 17-touko-2020 | 9:54 PM PDT
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Jari Ilmari Karlson

DocuSigned by:

Olli Huotari



Signer Name: Olli Huotari
Signing Reason: I approve this document
Signing Time: 18-May-2020 | 12:55 PM EEDT
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Olli Heikki Huotari

DocuSigned by:

Satu Ahomäki



Signer Name: Satu Ahomäki
Signing Reason: I approve this document
Signing Time: 18-May-2020 | 10:30 AM EEDT
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Satu Ahomäki

Independent auditor's report

To the shareholders of ORION PHARMA A/S

Opinion

We have audited the financial statements of ORION PHARMA A/S for the financial year 01.01.2019 - 31.12.2019, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the Auditor's responsibilities for the audit of the financial statements section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

Independent auditor's report

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Independent auditor's report

Based on the work we have performed, we conclude that the management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatements of the management commentary.

Copenhagen, 18.05.2020

KPMG

Statsautoriseret Revisionspartnerselskab

Central Business Registration No (CVR) 25578198



Kenn W. Hansen

State Authorised Public Accountant

Identification No (MNE) mne30154

Management commentary

	2019	2018	2017	2016	2015
	<u>DKK'000</u>	<u>DKK'000</u>	<u>DKK'000</u>	<u>DKK'000</u>	<u>DKK'000</u>
Financial highlights					
Key figures					
Revenue	280.862	247.118	327.738	373.656	272.967
Gross profit/loss	42.969	50.959	73.018	101.019	85.297
Operating profit/loss	22.250	27.456	49.832	75.470	59.318
Net financials	(25)	(54)	(444)	(347)	(371)
Profit/loss for the year	16.907	20.524	37.821	56.727	44.822
Total assets	95.486	86.712	131.551	162.425	122.350
Equity	57.595	50.687	95.163	97.342	66.615
Ratios					
Gross margin (%)	15,3	20,6	22,3	27,0	31,2
Net margin (%)	6,0	8,3	11,5	15,2	16,4
Return on equity (%)	31,2	28,1	39,3	69,2	79,0
Equity ratio (%)	60,3	58,5	72,3	59,9	54,4

Financial highlights are defined and calculated in accordance with the current version of "Recommendations & Ratios" issued by the Danish Society of Financial Analysts.

Ratios	Calculation formula	Calculation formula reflects
Gross margin (%)	$\frac{\text{Gross profit/loss} \times 100}{\text{Revenue}}$	The entity's operating gearing.
Net margin (%)	$\frac{\text{Profit/loss for the year} \times 100}{\text{Revenue}}$	The entity's operating profitability.
Return on equity (%)	$\frac{\text{Profit/loss for the year} \times 100}{\text{Average equity}}$	The entity's return on capital invested in the entity by the owners.
Equity ratio (%)	$\frac{\text{Equity} \times 100}{\text{Total assets}}$	The financial strength of the entity.

Management commentary

Primary activities

The primary activities of Orion Pharma A/S are sales of generic and original pharmaceutical products.

Development in activities and finances

The income statement of the Company for 2019 show a profit of 16.9 million and at 31 December 2019 the balance sheet of the Company shows equity of DKK 57.6 million.

Uncertainty relating to recognition and measurement

Recognition and measurement in the annual report have not been subject to any uncertainty.

Unusual circumstances affecting recognition and measurement

The financial position at 31 December 2019 of the Company and the results of the activities of the Company for the financial year for 2019 have not been affected by any unusual events.

Outlook

The sales in 2020 of pharmaceutical products is expected to be at the same level as in 2019. For the 2020 as a whole, there is expected a positive result.

Environmental performance

The overall environmental goal of Orion Pharma A/S is to carry out activities in consideration of the employees, the working environment and the surroundings, with the objective of maintaining a safe, healthy and sound environment, both externally and internally.

Research and development activities

Orion Pharma A/S did not conduct any independent research and development activities in 2019. Research and development activities are carried out by other Group companies.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

After the financial year of 2019 the breakout of COVID-19 struck Denmark. The situation and the spread of the breakout are non transparent but it will have a big impact on Orion Pharma as the rest of the community. The demand for the products of Orion Pharma has increased so we are focusing on securing the deliveries to Denmark. At the time of the annual report there are no possibility to estimate the financial consequences of the COVID-19.

Income statement for 2019

	<u>Notes</u>	<u>2019 DKK</u>	<u>2018 DKK</u>
Revenue	1	280.861.600	247.118.144
Costs of raw materials and consumables		(223.884.778)	(183.228.828)
Other operating income		11.091.238	14.954.388
Other external expenses		(25.099.546)	(27.884.787)
Gross profit/loss		42.968.514	50.958.917
Staff costs	2	(20.719.000)	(23.502.870)
Operating profit/loss		22.249.514	27.456.047
Financial expenses		(25.058)	(53.667)
Profit/loss before tax		22.224.456	27.402.380
Tax on profit/loss for the year	3	(5.317.002)	(6.877.890)
Profit/loss for the year	4	16.907.454	20.524.490

Balance sheet at 31.12.2019

	<u>Notes</u>	<u>2019 DKK</u>	<u>2018 DKK</u>
Deposits	5	178.900	178.900
Fixed assets investments		178.900	178.900
Fixed assets		178.900	178.900
Trade receivables		63.018.735	61.146.388
Receivables from group enterprises		24.695.016	18.767.998
Other receivables		355.896	1.030.308
Income tax receivable		1.848.555	449.471
Deferred tax assets		154.470	0
Prepayments		1.611.207	1.544.088
Receivables		91.683.879	82.938.253
Cash		3.623.463	3.594.443
Current assets		95.307.343	86.532.696
Assets		95.486.243	86.711.596

Balance sheet at 31.12.2019

	<u>Notes</u>	<u>2019 DKK</u>	<u>2018 DKK</u>
Contributed capital	7	3.000.000	3.000.000
Retained earnings		42.094.879	37.687.426
Proposed dividend		12.500.000	10.000.000
Equity		57.594.879	50.687.426
Trade payables		4.572.958	4.133.752
Payables to group enterprises		24.345.221	24.275.216
Other payables		8.973.185	7.615.202
Current liabilities other than provisions		37.891.364	36.024.170
Liabilities other than provisions		37.891.364	36.024.170
Equity and liabilities		95.486.243	86.711.596

Statement of changes in equity for 2019

	Contributed capital DKK	Retained earnings DKK	Proposed dividend DKK	Total DKK
Equity beginning of year	3.000.000	37.687.426	10.000.000	50.687.426
Ordinary dividend paid	0	0	(10.000.000)	(10.000.000)
Profit/loss for the year	0	4.407.454	12.500.000	16.907.454
Equity end of year	3.000.000	42.094.879	12.500.000	57.594.879

Notes

	2019	2018
	DKK	DKK
1. Revenue		
Denmark	273.248.068	241.418.993
Other european countries	7.613.532	5.699.151
	280.861.600	247.118.144

	2019	2018
	DKK	DKK
2. Staff costs		
Wages and salaries	18.986.406	21.500.323
Pension costs	1.575.235	1.868.043
Other social security costs	157.359	134.504
	20.719.000	23.502.870

Average number of employees	24	28
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Remuneration to the Executive Board has not been disclosed in accordance with section 98B(3) of the Danish Financial Statement Act.

	2019	2018
	DKK	DKK
3. Tax on profit/loss for the year		
Current tax	5.471.445	6.782.559
Adjustment concerning previous years	27	95.331
Deferred tax for the year	-154.470	0
	5.317.002	6.877.890

	2019	2018
	DKK	DKK
4. Proposed distribution of profit/loss		
Ordinary dividend for the financial year	12.500.000	10.000.000
Retained earnings	4.407.454	10.524.490
	16.907.454	20.524.490

Notes

	Deposits DKK
5. Fixed asset investments	
Cost beginning of year	178.900
Cost end of year	178.900
Carrying amount end of year	178.900

6. Prepayments

Prepayments comprise prepaid expenses regarding subsequent financial reporting years.

	Number	Par value DKK	Nominal value DKK
7. Contributed capital			
Shares	21	100.000	2.100.000
Shares	75	10.000	750.000
Shares	2	5.000	10.000
Shares	135	1.000	135.000
Shares	8	500	4.000
Shares	10	100	1.000
	251		3.000.000

	2019 DKK	2018 DKK
8. Unrecognised rental and lease commitments		
Liabilities under rental or lease agreements until maturity	4.045.297	3.111.000

Leasing obligations under operating leases - payment within one year DKK 1.856.060
(2018: DKK 2.309.000)

Notes

9. Related parties

Controlling interest

Orion Corporation, Finland

Basis

Parent Company

Related party transactions

	<u>Parent DKK</u>	<u>Associates DKK</u>
Sale of goods and services	0	1.388.664
Purchase of goods and services	223.884.778	10.334.272

Receivables and debt against group companies are disclosed in the balance sheet. Related party transactions have been carried out on an arm's length basis with the exception of the fact that the Company's proportional costs regarding the managing director's total remuneration has not been reimbursed.

Consolidated Financial Statements

The company is included in the group annual report of the parent company.

Name

Orion Corporation

Place of registered office

Espoo, Finland

The Group Annual Report of Orion Corporation may be obtained at the following address:

www.orion.fi/en/Orion-group/investors/financial-reviews-and-presentations/annual-reports

Orion Corporation

Orionintie 1A

02200 Espoo

Finland

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act applying to medium enterprises of reporting class C with opt-in from higher reporting classes.

The accounting policies applied to these financial statements are consistent with those applied last year.

In the income statement, a reclassification of DKK 9.4 Million between the captions "Other income" and "Other external costs" has been made in the comparative for 2018

Cash flow statement

With reference to section 86(4) of the Danish Financial Statements Act and to the cash flow statement included in the consolidated financial statements of Orion Corporation, the Company has not prepared a cash flow statement.

Income statement

Revenue

Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities.

Costs of raw materials and consumables

Costs of raw materials and consumables comprise the consumption of raw materials and consumables for the financial year after adjustment for changes in inventories of these goods from the end of the year. This item includes shrinkage, if any, and ordinary writedowns of the relevant inventories.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages as well as social security contribution, pension contributions, etc for entity staff.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity in case of tax on equity transactions.

Accounting policies

Balance sheet

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Income tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises cash in hand and bank deposits.

Dividend

Dividend is recognised as a liability at the time of adoption at the general meeting. Proposed dividend for the financial year is disclosed as a separate item in equity. Extraordinary dividend adopted in the financial year is recognised directly in equity when distributed and disclosed as a separate item in Management's proposal for distribution of profit/loss.

Operating leases

Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

Deferred tax

Deferred tax is recognised in respect of all temporary differences between the carrying amount and the tax base of assets and liabilities.